

# TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																																										
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST																																										
<b>CONVEYING PARTY DATA</b>																																											
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 30%;">Name</th> <th style="width: 30%;">Formerly</th> <th style="width: 20%;">Execution Date</th> <th style="width: 20%;">Entity Type</th> </tr> <tr> <td>BANK OF AMERICA, N.A., AS ADMINISTRATIVE AGENT</td> <td></td> <td>07/19/2005</td> <td>CORPORATION: DELAWARE</td> </tr> </table>	Name	Formerly	Execution Date	Entity Type	BANK OF AMERICA, N.A., AS ADMINISTRATIVE AGENT		07/19/2005	CORPORATION: DELAWARE																																			
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<b>RECEIVING PARTY DATA</b>																																											
Name:	COMPASSLEARNING, INC. F/K/A JLC LEARNING CORPORATION																																										
Street Address:	13500 Evening Creek Road																																										
Internal Address:	Suite 200																																										
City:	San Diego																																										
State/Country:	CALIFORNIA																																										
Postal Code:	92128																																										
Entity Type:	CORPORATION: DELAWARE																																										
<b>PROPERTY NUMBERS Total: 24</b>																																											
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 20%;">Property Type</th> <th style="width: 15%;">Number</th> <th style="width: 65%;">Word Mark</th> </tr> <tr> <td>Registration Number:</td> <td>2240746</td> <td>CLASSROOM ESSENTIALS</td> </tr> <tr> <td>Registration Number:</td> <td>2550448</td> <td>COMPASS VIRTUAL CLASSROOM</td> </tr> <tr> <td>Registration Number:</td> <td>1396585</td> <td></td> </tr> <tr> <td>Registration Number:</td> <td>2219515</td> <td>TOMORROW'S PROMISE</td> </tr> <tr> <td>Registration Number:</td> <td>1332979</td> <td>UFONIC</td> </tr> <tr> <td>Registration Number:</td> <td>2042802</td> <td>WORDS ON WINGS</td> </tr> <tr> <td>Serial Number:</td> <td>76633157</td> <td>PAIR AND A SPARE</td> </tr> <tr> <td>Registration Number:</td> <td>2449937</td> <td>TRACKGUARD</td> </tr> <tr> <td>Registration Number:</td> <td>1411115</td> <td>LUMINOX</td> </tr> <tr> <td>Registration Number:</td> <td>2053034</td> <td>COMPASS</td> </tr> <tr> <td>Registration Number:</td> <td>2229394</td> <td>ASSAY BLOCK</td> </tr> <tr> <td>Registration Number:</td> <td>1903666</td> <td>OFFICIAL LICENSED PRODUCT FORD MOTOR COMPANY</td> </tr> <tr> <td>Registration Number:</td> <td>1877055</td> <td>TAKE OUR DAUGHTERS TO WORK</td> </tr> </table>	Property Type	Number	Word Mark	Registration Number:	2240746	CLASSROOM ESSENTIALS	Registration Number:	2550448	COMPASS VIRTUAL CLASSROOM	Registration Number:	1396585		Registration Number:	2219515	TOMORROW'S PROMISE	Registration Number:	1332979	UFONIC	Registration Number:	2042802	WORDS ON WINGS	Serial Number:	76633157	PAIR AND A SPARE	Registration Number:	2449937	TRACKGUARD	Registration Number:	1411115	LUMINOX	Registration Number:	2053034	COMPASS	Registration Number:	2229394	ASSAY BLOCK	Registration Number:	1903666	OFFICIAL LICENSED PRODUCT FORD MOTOR COMPANY	Registration Number:	1877055	TAKE OUR DAUGHTERS TO WORK	<div style="writing-mode: vertical-rl; transform: rotate(180deg);"> <b>CH \$615.00 2240746</b> </div>
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**TRADEMARK**  
**REEL: 003137 FRAME: 0598**

Registration Number:	1863481	THAT'S A WRAP!
Registration Number:	1925500	FAMILY CHOICES
Registration Number:	1536875	TIDAL WAVE
Registration Number:	2054029	DRAGON TALES
Serial Number:	74203218	NEW ALBANY FOUNDED 1837
Registration Number:	2106204	IDEA SHAPER
Registration Number:	2179648	CITIPHONE TRADING
Serial Number:	76568977	CBT
Registration Number:	1930919	PINE ACTION
Registration Number:	2294287	WORLDWARE
Registration Number:	2202904	ORASEAL

#### CORRESPONDENCE DATA

Fax Number: (404)602-9050

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 404-888-4148

Email: lvirts@hunton.com, ehamby@hunton.com

Correspondent Name: John R. Schneider

Address Line 1: 600 Peachtree Street, NE

Address Line 2: Bank of America Plaza, Suite 1400

Address Line 4: Atlanta, GEORGIA 30308-2216

NAME OF SUBMITTER:	John R. Schneider
Signature:	/John R. Schneider/
Date:	08/09/2005

#### Total Attachments: 3

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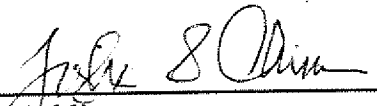
**RELEASE OF SECURITY INTEREST IN TRADEMARKS**

I hereby acknowledge that the security interest in the trademarks listed in the attached Schedule 1 assigned from COMPASSLEARNING, INC. F/K/A JLC LEARNING CORPORATION to BANK OF AMERICA, N.A., AS ADMINISTRATIVE AGENT, has been fully and completely released. Such Security Agreement was recorded in the United States Patent and Trademark Office at **Reel 1998, Frame 0468** on December 10, 1999, and this release shall include each trademark in which any such security interest existed or previously existed, and whether a federally registered or common law mark identified in Schedule 1, as well as any and all claims for damages for past infringement as of the date of execution of this Release.

BANK OF AMERICA, N.A., as  
Administrative Agent

By:   
Name: Angela Lau  
Title: Assistant Vice President

Sworn to and subscribed before me this 19 day of July, 2005.

  
Notary Public

[Notary Seal]



**SCHEDULE 1****TRADEMARK REGISTRATIONS****CompassLearning, Inc.**

<b><u>Mark</u></b>	<b><u>Serial No.</u></b>	<b><u>Date</u></b>	<b><u>® Number</u></b>	<b><u>Date</u></b>
Classroom Essentials	75/459879	3/31/98	2240746	4/20/99
Compass Virtual Classroom	75/668976	3/26/99	2550448	3/19/02
Design of Boy with Wagon	73/563285	10/15/85	1396585	6/10/86
Tomorrows Promise	75/236856	2/5/97	2219515	1/19/99
Ufonic	73/463455	7/31/84	1332979	4/30/85
Words on Wings	74/709329	7/31/95	2042802	3/11/97
A Renaissance in Learning	74/255,759	3/16/92	1,743,676	12/29/92
First Class	74/231,724		1,778,322	
A+dvantage Worldware			1,084,423	
Actionmate (Stylized)	74/641,332	3/2/95	2,014,451	11/5/96
Pair and a Spare	76/633,157			
Trackguard	75/723,609		2,449,937	
Luminox			1,411,115	
Compass	74/429,993	9/24/93	2,053,034	4/15/97
Assay Block			2,229,394	
Official Licensed Product Ford Com	74/467,978		1,903,666	
Take Our Daughters to Work	74/465,452		1,877,055	
SSS	74/467,014			
That's a Wrap	74/456,453		1,863,481	
Family Choices			1,925,500	
Tidal Wave			1,536,875	
South Florida Newschannel	74/581,992			
Design of Tree	73/819,707	5/17/99	1,712,302	3/1/92
Lotto Sleuth	74/171,456			
Dragon Tales	74/709,330	7/31/95	2,054,029	4/22/97
ShineMaster			1,860,722	
New Albany Founded 1837	74/203,218			
Frequent Learner Miles	75/295,449	5/31/97		
Global Business Initiatives			1,755,662	
Idea Shaper	74/707,944	7/31/95	2,106,204	10/21/97
THRIS			2,050,312	
JLC Financial	74/042,225	3/26/90	1,026,458	2/26/91
Job Task Link	74/266,366			
			3,029,506	
Echo Lake	74/706,275			
Meta4	74/378,430	4/13/93		
Citiphone Trading	75/291,081		2,179,648	
The Mayo Legacy			2,025,755	
Interfreight			1,956,175	
Cold Water	75/179,213			
Doing it Right!			1,729,965	
Dorian	74/264,189		1,761,611	
Thumbs-up Associates	74/362,001		1,829,377	

<b>Mark</b>	<b>Serial No.</b>	<b>Date</b>	<b>@ Number</b>	<b>Date</b>
Shape Studio	74/709,276	8/1/95	1,987,165	7/16/96
Duffy's			2,108,135	
System90	73/350,213	3/3/70	918,463	8/17/71
CBT	76/568,977			
Pine Action			1,930,919	
Flynn Genesis	74/266,267		1,854,548	
Get Pinned	75/159,918			
THC	74/025,545	2/14/90	1,633,030	1/29/91
Health & Fitness Foot Massage	74/311,945		1,767,794	
America Rocks With Sax and Socks	74/364,138			
			3,042,902	
WorldWare	75/526,634	7/28/99	2,294,287	11/23/99
(Design Only)	73/496,639		1,355,833	
Windows of Opportunity			1,627,650	
Oraseal			2,202,904	